UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

PRIDDIS MUSIC, INC.,

Plaintiff,

-against-

TRANS WORLD ENTERTAINMENT CORPORATION,

Defendant.

Civil Action No. 05-CV-0491 (DNH/DRH)

DECLARATION OF ROBERT C. TIETJEN

Robert C. Tietjen declares, pursuant to 28 U.S.C. Section 1746, that:

1. I am associated with the law firm of Boies, Schiller & Flexner LLP, attorneys for Defendant in the above-referenced matter. I submit this Declaration in support of Defendant's motion for Summary Judgment.

2. Attached hereto as Exhibit A is a true and correct copy of a document dated May 25, 1999 known as the Buy Out Agreement and bearing bates number TWEC 000248.

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3. Attached hereto as Exhibit B is a true and correct copy of the Complaint filed in the action captioned Priddis Music, Inc. v. Trans World Entertainment Corporation, dated April 20, 2005.

4. Attached hereto as Exhibit C is a true and correct copy of the Point of Sale Display Agreement entered into between Priddis Music LLC and Trans World Entertainment, bearing bates number TWEC 000247 and dated October 1, 1999.

5. Attached hereto as Exhibit D is a true and correct copy of a Vendor Approval Request Form, signed by Priddis Music, bearing bates number TWEC 000240-241 and dated June 16, 1999

6. Attached hereto as Exhibit E are excerpts of the deposition transcript of Richard Priddis taken in this action and dated August 28, 2006.

7. Attached hereto as Exhibit F are excerpts of the deposition transcript of Alaina Price (Priddis employee) taken in this action and dated August 18, 2006.

8. Attached hereto as Exhibit G is a true and correct copy of an Order of Dismissal issued by the Honorable Anthony B. Quinn, District Court Judge, in the action

Priddis Music, Inc. v. Trans World Entertainment Corp., Civil No. 040913245, Third District Court in and for Salt Lake County, State of Utah, dated November 4, 2004.

9. Attached hereto as Exhibit H is a true and correct copy of an Order issued by United States District Judge David N. Hurd, in the action Priddis Music Inc. v. Trans World Entertainment Corporation, 1:05-CV-491, dated August 26, 2005.

10. Attached hereto as Exhibit I are excerpts of a deposition transcript of Priddis Music, Inc. taken in this action pursuant to Federal Rule of Civil Procedure 30(b)(6), and dated August 11, 2006.

11. Attached hereto as Exhibit J is a true and correct copy of an Affirmation of Contract Terms signed by Richard Priddis, bearing bates number TWEC 000242 and dated July 29, 2003.

12. Attached hereto as Exhibit K is a true and correct copy of the Complaint filed in the action Priddis Music, Inc. v. Trans World Entertainment, Inc. in the Third Judicial District Court, Salt Lake City County, State of Utah and dated June 25, 2004.

13. Attached hereto as Exhibit L is a true and correct copy of the Answer and Counterclaim filed in the action Priddis Music, Inc. v. Trans World Entertainment Corp., Civil No. 05-CV-0491, and dated September 8, 2005.

14. Attached hereto as Exhibit M are excerpts of the deposition transcript of Trans World Entertainment Corp., taken in this action pursuant to Rule 30(b)(6), and dated August 25, 2006.

15. Attached hereto as Exhibit N are excerpts of the deposition transcript of Sara Cunningham (Trans World employee) taken in this action and dated August 17, 2006.

16. Attached hereto as Exhibit O are excerpts of the deposition transcript taken of Kathleen Festa (Trans World Entertainment Corp. employee) taken in this action and dated August 16, 2006.

17. Attached hereto as Exhibit P is a true and correct copy of a Rack Placement Fee Agreement signed by Richard Priddis, bearing bates number PRIDDIS 000147-48 and dated December 20, 2000.

18. Attached hereto as Exhibit Q is a true and correct copy of a Rack Placement Fee bill signed by Richard Priddis, bearing bates number PRIDDIS 000149.

19. Attached hereto as Exhibit R is a true and correct copy of a Program Recap, bearing bates numbers PRIDDIS 000305-08 and dated March 28, 2002.

20. Attached hereto as Exhibit S is a true and correct copy of the Program Recap, bearing bates number PRIDDIS 000520 and dated November 22, 2003.

21. Attached hereto as Exhibit T is a true and correct copy of an e-mail chain that includes an e-mail dated July 30, 2002 from Russell Kellar to Gavon Barkdull and Richard Priddis, bearing bates numbers PRIDDIS 07220-21.

22. Attached hereto as Exhibit U is a true and correct copy of an e-mail dated January 28, 2003 from Russell Kellar to Richard Priddis, bearing bates numbers TWEC 000510-11.

23. Attached hereto as Exhibit V is a true and correct copy of an e-mail chain, the most recent of which is dated October 24, 2003, bearing bates numbers PRIDDIS 07262-63.

24. Attached hereto as Exhibit W is a true and correct copy of an e-mail chain, the most recent of which is dated October 13, 2003, from Kathleen Festa to Russell Kellar, bearing bates number TWEC 000345.

25. Attached hereto as Exhibit X is a true and correct copy of documents related to a reconciliation of the Priddis account, dated August 15, 2003, bearing bates numbers TWEC 000351-55.

26. Attached hereto as Exhibit Y is a true and correct copy of an e-mail chain, the most recent of which was dated November 13, 2003, from Sue Tiemann to Russell Kellar, bearing bates numbers TWEC 000139-40.

27. Attached hereto as Exhibit Z is a true and correct copy of a document related to a reconciliation of the Priddis account, bearing bates number TWEC 000558 and dated August 20, 2003.

28. Attached hereto as Exhibit AA is a true and correct copy of an e-mail chain, the most recent of which is dated February 12, 2003, from Richard Priddis to Russell Kellar, bearing bates number PRIDDIS 07232.

29. Attached hereto as Exhibit BB is a true and correct copy of an e-mail chain, the most recent of which is dated February 18, 2003, from Sue Tiemann to Alaina Price, bearing bates number TWEC 000460.

30. Attached hereto as Exhibit CC is a true and correct copy of an e-mail chain, the most recent of which is dated August 6, 2003, from Kathleen Festa to Russell Kellar and Sue Tiemann, bearing bates numbers TWEC 000143-44.

31. Attached hereto as Exhibit DD is a true and correct copy of an e-mail chain, the most recent of which is dated August 15, 2003, from Sue Tiemann to Alaina Price, bearing bates number PRIDDIS 000502.

32. Attached hereto as Exhibit EE is a true and correct copy of an e-mail chain, the most recent of which is dated September 12, 2003, from Alaina Price to Sue Tiemann, bearing bates number TWEC 000347.

33. Attached hereto as Exhibit FF is a true and correct copy of a two-page explanation of TWEC deductions bearing bates numbers TWEC 004267-68.

34. Attached hereto as Exhibit GG is a true and correct copy of Plaintiff's supplemental disclosures pursuant to Federal Rule of Civil Procedure 26(a)(1).

I hereby declare under the penalty of perjury that the foregoing is true and correct.

Dated: October 2, 2006

Robert C. Tietjen

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